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TELEMEDICINE
RESOURCE GROUP

Phone 651-275-0782 Fax 651-439-5370
1950 Northwestern Avenue, Suite 106
Stillwater, MN 55082

www.medresourcegroup.com

March 28, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

L99-9204

MJM

To whom it may concern:

Enclosed is an original document to amend the Articles of Organization.

I am enclosing \$60.00 to cover the \$25.00 filing fee. I would also like to have a certified copy and a certificate of status for the Telemedicine Resource Group showing the name change from Collison Consulting.

My address is 1950 Northwestern Ave., Suite 106
Stillwater, MN 55082

I can be reached at 651-275-0782.

Thank you.

Janelle Dachtera

Janelle Dachtera
Business Manager, Telemedicine Resource Group

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*****60.00 *****60.00

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01 APR -2 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF FIRST AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
COLLISON CONSULTING, L.L.C.**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of Collison Consulting, L.L.C.

SECOND: The Articles were filed with the Florida Department of State on December 21, 1999.

THIRD: Article I of the Articles previously provided as follows:

*"ARTICLE I
NAME*

"The name of the limited liability company is:

Collison Consulting, L.L.C."

FOURTH: Article I of the Articles is amended to provide as follows:

*"ARTICLE I
NAME*

"The name of the limited liability company is:

Telemedicine Resource Group, L.L.C."

FIFTH: Article V of the Articles previously provided as follows:

*"ARTICLE V
MANAGEMENT*

"Management of this limited liability company is reserved to its members, whose name and address is as follows:

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TALLAHASSEE, FLORIDA

*Cathy M. Collison
5132 Franklin Street
Omaha, NE 68104-5077*

*Fred J. Anderson, Trustee
Of the Wealth Accumulator Non-Grantor Trust
u/a dated November 5, 1999
1401 Kimdale Street
Lehigh Acres, FL 33936*

SIXTH: Article V of the Articles is amended to provide as follows:

*"ARTICLE V
MANAGEMENT*

"The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company"

SEVENTH: Article X of the Articles previously provided as follows:

*"ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT*

"The address of the initial registered office of the limited liability company is 4575 Via Royale, Suite 206, City of Ft. Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Thomas J. Davis, Jr., Attorney at Law.

EIGHTH: Article X of the Articles is amended to provide as follows:

*"ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE*

*"The name and Florida street address of the agent are:
Thomas J. Davis, Jr., Attorney at Law
150 Alhambra Circle
Suite 1260
Coral Gables, FL 33134*

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IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by all members of the Company and is being filed in accordance with Section 608.411 F.S., this 16 day of November, 2000.

Member:

By: Bruce E Rollie
Bruce Rollie

Member:

By: Fred J. Anderson
Fred J. Anderson, Trustee of The Allegro Asset Protection Trust u/a dated the 16 day of November, 2000